

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

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NICE SYSTEMS, INC., a Delaware Corporation, and :
NICE SYSTEMS LTD., an Israeli Corporation :
Plaintiffs, : C. A. No. 06-311-JJF
v. :
WITNESS SYSTEMS, INC., a Delaware :
Corporation, :
Defendant. :
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**DECLARATION OF JOHN HENITS IN SUPPORT OF
PLAINTIFF'S OPPOSITION TO MOTION FOR TRANSFER**

JOHN HENITS, declares:

1. I was currently resident of the State of Connecticut and a former employee of the Dictaphone Corporation ("Dictaphone").
2. In 2005, Nice Systems, Inc. acquired from Dictaphone U.S. Patents 5,274,738; 5,396,371; 5,819,005; 6,249,570; 6,728,345; 6,775,372; 6,785,370; 6,870,920 that are currently the subject of the above-captioned action ("Dictaphone patents").
3. During my tenure at Dictaphone, I and certain colleagues invented the technology embodied in the following Dictaphone patents:
 - a. U.S. Patent No. 5,396,371 ("Endless Loop Voice Data Storage and Retrievable Apparatus and Method Thereof"), which was legally issued on March 7, 1995;
 - b. U.S. Patent No. 6,775,372 ("System and Method For Multi-Stage Data Logging"), which was legally issued on August 10, 2004; and

c. U.S. Patent No. 6,870,920 ("System and Method For Multi-Stage Data Logging"), which was legally issued on March 22, 2005.

4. I personally know all of the living claimed inventors of the Dictaphone patents. All of those inventors are also former employees of Dictaphone. The majority of the inventors of the Dictaphone patents, at least fourteen, live in the State of Connecticut.

I declare under penalty of perjury that the foregoing is true and correct, pursuant to 28 U.S.C. § 1746.

Executed on July 27, 2006



John Henits

CERTIFICATE OF SERVICE

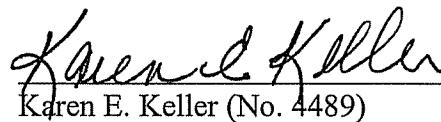
I, Karen E. Keller, Esquire, hereby certify that on July 28, 2006, I caused to be electronically filed a true and correct copy of the foregoing document, Declaration of John Henits in Support of Plaintiffs' Opposition to Motion for Transfer, with the Clerk of the Court using CM/ECF, which will send notification that such filing is available for viewing and downloading to the following counsel of record:

William J. Marsden, Jr., Esquire
Kyle Wagner Compton, Esquire
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I further certify that on July 28, 2006, I caused a copy of the foregoing document to be served by hand delivery on the above-listed counsel of record and on the following non-registered participants in the manner indicated:

BY E-MAIL

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Karen E. Keller (No. 4489)